

AMENDMENT OF DOMESTIC STOCK CORPORATION

To amend (change, add or delete) provisions contained in the Articles of Incorporation, it is necessary to prepare and file, with the Secretary of State, a Certificate of Amendment. All requirements for amendments may be found in Sections 900-910, California Corporations Code.

The Certificate of Amendment must identify the particular provision to be amended strictly in accordance with the numerical or other designation given such provision in the articles, or by quoting the wording of the provision as it presently appears in the articles and then setting forth the wording of that provision in full as amended. The certificate must also show that the amendment has been approved by the board of directors and, if shares have been issued, by the shareholders. If no shares have been issued, the Certificate must include a statement to that effect. A Certificate of Amendment must be signed by the Chairman of the Board, the President or any Vice-President **AND** by the Secretary, the Chief Financial Officer, the Treasurer or any Assistant Secretary or Assistant Treasurer.

A sample meeting statutory requirements for most filings is attached. The sample may be used as a guide when preparing documents by making modifications as necessary to meet the specific needs of the amending corporation. Please refer to the above referenced California Corporations Code Sections prior to modification.

THE FEE FOR FILING A CERTIFICATE OF AMENDMENT IS \$30.00. The Secretary of State will certify two copies of the filed Certificate of Amendment without charge, **provided that the copies are submitted to the Secretary of State along with the original to be filed.** Additional copies, submitted with the original, will be certified upon request and the prepayment of \$8.00 per copy.

A \$15.00 special handling fee is applicable for expedited processing of documents delivered in person, over-the-counter, to the Sacramento office. The \$15.00 special handling fee must be remitted by separate check as it will be **RETAINED WHETHER THE DOCUMENTS ARE FILED OR REJECTED.** The special handling fee does not apply to documents submitted by mail.

Amendment documents are not filed in branch offices. Documents **must** be mailed or hand delivered for over-the-counter processing to the Sacramento office at:

Business Filings
1500 11th Street
Sacramento, CA 95814
Attention: Document Filing Support Unit
(916) 657-5448

**PLEASE REFER TO THE CORPORATION NUMBER WHEN SUBMITTING
DOCUMENTS FOR FILING TO ENSURE PROPER APPLICATION**

INSTRUCTIONS:

To amend Articles of Incorporation you may use the attached sample as a guide. The Certificate of Amendment is most often made by the president and secretary of the corporation and for that reason the sample has been formatted using those officers. If the document will be signed by officers other than the president and secretary, or if the sample does not adequately cover the needs of the amending corporation, applicable modifications must be made to meet the specific requirements of the corporation. Please refer to Sections 900-910, California Corporations Code, prior to modification.

Paragraph 1 - is to be completed with the name of the corporation **exactly** as the name is of record with the Secretary of State.

Paragraph 2 - is first completed with the numeric or other designation used to identify the particular article to be amended, as that article is identified in the articles, e.g., "I", "FIRST" or "ONE". The paragraph is then completed with the wording of the amended article that will replace the wording presently of record.

Paragraph 3 - must show that the amendment has been approved by the board of directors.

Paragraph 4 - must show that the amendment has been approved by the outstanding shares (if shares have been issued), including the number of outstanding shares entitled to vote with respect to the amendment. If no shares have been issued, Paragraph 4 must set forth that statement.

The certificate must be dated and signed by the persons making the certificate. The person's name and title of office should be typed directly below their signature.

To expedite processing, documents submitted by mail should be accompanied by a self-addressed envelope and a letter referencing the corporate name and corporate number as well as your own name, telephone number and return address.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

The undersigned certify that:

1. They are the president and the secretary, respectively, of (NAME OF CORPORATION), a California corporation.
2. Article (INSERT CORRECT DESIGNATION) of the Articles of Incorporation of this corporation is amended to read as follows:
(HERE TYPE THE ARTICLE PROVISION AS AMENDED)
3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the corporation is . The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

NOTE: Use only one of the #4 statements! DO **NOT** USE BOTH STATEMENTS.

OR

4. The corporation has issued no shares.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE:

(Signature of President)

(Typed Name of President), President

(Signature of Secretary)

(Typed Name of Secretary), Secretary